

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MARYLAND  
(Northern Division)

FILED  
U.S. DISTRICT COURT  
DISTRICT OF MARYLAND  
2010 JAN 21 P 3:05

CLERK'S OFFICE  
AT BALTIMORE

BY \_\_\_\_\_ DEPUTY

JOHN B. GRAZIADEI, Derivatively  
On Behalf of The Black & Decker  
Corporation,

Plaintiff,

v.

NOLAN D. ARCHIBALD, *et al.*,

Defendants,

and

THE BLACK & DECKER  
CORPORATION,

Nominal Defendant.

Civil Action No. 09-cv-3011-WMN

WILLARD JACOBS, on Behalf of  
Himself and All Others Similarly  
Situated,

Plaintiff,

v.

NOLAN D. ARCHIBALD, *et al.*,

Defendants.

Civil Action No. 09-cv-3012-WMN

[Caption continued on following page]

STIPULATION AND PROPOSED  
CONSOLIDATION ORDER

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LEONARD C. MAINOR and ROBERT C.  
RICCI, Individually and On Behalf of  
All Others Similarly Situated,

Plaintiff,

v.

NOLAN D. ARCHIBALD, *et al.*,

Defendants.

Civil Action No. 09-cv-3024-WMN

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MARK D. PERRIN, On Behalf of Himself and  
All Others Similarly Situated,

Plaintiff,

v.

NOLAN D. ARCHIBALD, *et al.*,

Defendants.

Civil Action No. 09-cv-3120-WMN

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SHEILA SIMON, Derivatively on Behalf of  
Nominal Defendant THE BLACK & DECKER  
CORPORATION,

Plaintiff,

v.

NOLAN ARCHIBALD, *et al.*,

Defendants,

and

THE BLACK & DECKER CORPORATION,

Nominal Defendant.

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Civil Action No. 09-cv-3343-WMN

WHEREAS, three putative shareholder class actions (the "Class Actions") relating to the proposed merger of the Black & Decker Corporation and The Stanley Works (the "Merger") currently are pending before this Court (*Jacobs v. Archibald, et al.*, Civil Action No. 09-cv-3012; *Mainor, et al. v. Archibald, et al.*, Civil Action No. 09-cv-3024; and *Perrin v. Archibald, et al.*, Civil Action No. 09-cv-3120); and

WHEREAS, two putative shareholder derivative actions (the "Derivative Actions") relating to the Merger also are pending before this Court (*Graziadei v. Archibald, et al.*, Civil Action No. 09-cv-3011; and *Simon v. Archibald, et al.*, Civil Action No. 09-cv-3343<sup>1</sup>); and

WHEREAS, the Class Actions and the Derivative Actions all involve common issues of law or fact;

Now therefore, pursuant to Fed. R. Civ. P. 42, the parties to the above-captioned actions stipulate, subject to Court approval, as follows:

#### CONSOLIDATION OF RELATED CASES

1. The Derivative Actions and the Class Actions are hereby consolidated for all purposes into a single consolidated action. The consolidated action shall be captioned: "In re Black & Decker Shareholder Litigation".

2. All actions by Black & Decker shareholders arising out of or related to the Merger that are subsequently filed in, or transferred to, this District ("Related Actions") shall be consolidated into the consolidated action. This Order shall apply to every such Related Action, absent order of the Court. A party that objects to such consolidation, or to any other provision of this Order, must file an application for relief from this Order within thirty (30) days after the date on which a copy of the order is mailed to the party's counsel, pursuant to Paragraph 7.

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<sup>1</sup> The Plaintiff in the *Simon* action submitted a demand letter to the Black & Decker Board of Directors several weeks before filing suit.

3. This Order is entered without prejudice to the rights of any party to apply for severance of any claim or action, for good cause shown.

MASTER DOCKET AND CAPTION

4. The docket in Civil Action No. 1:09-CV-03011 shall constitute the Master Docket for this action.

5. Every pleading filed in the consolidated action shall bear the following caption:

UNITED STATES DISTRICT COURT  
DISTRICT OF MARYLAND  
(NORTHERN DIVISION)

In re BLACK & DECKER SHAREHOLDER )  
LITIGATION )

CLASS ACTION  
Civil Action No. 09-cv-3011

6. The file in Civil Action No. 1:09-CV-03011 shall constitute a Master File for every action in the consolidated action.

7. The parties shall file a Notice of Related Case whenever they learn that a case that should be consolidated into this action is filed in, or transferred to, this District. If the Court determines that the case is related, the clerk shall:

- a. place a copy of this Order in the separate file for such action and
- b. make the appropriate entry in the Master Docket.

Promptly thereafter, the Chair of Plaintiffs' Executive Committee (as defined in paragraph 9 hereof) shall:

- a. serve on plaintiff's counsel in the new case a copy of this Order and
- b. serve upon defendants in the new case a copy of this Order.

OPERATIVE PLEADING

8. On or before January 22, 2010, Plaintiffs in the above-captioned actions shall jointly file a Consolidated Amended Class and Derivative Complaint (the "Consolidated Amended Complaint") asserting both purported class and derivative claims. The Consolidated Amended Complaint shall supersede the complaints previously filed in the above-captioned actions.

LEAD PLAINTIFFS' COUNSEL

9. The firm of Coughlin Stoia Geller Rudman & Robbins LLP ("Coughlin Stoia") is hereby designated as Chair of Plaintiffs' Executive Committee of Counsel (the "Executive Committee") and Brown Goldstein & Levy, LLP as Plaintiffs' Liaison Counsel. Counsel for Plaintiffs in the Consolidated Action shall form an Executive Committee, which shall consist of Coughlin Stoia, the Weiser Law Firm, P.C., Carney Williams Bates Bozeman & Pulliam, PLLC, Branstetter Stranch & Jennings PLLC, and Wolf Haldenstein Adler Freeman & Herz LLP. The Chair of the Executive Committee shall have authority to speak for, and enter into agreements on behalf of, plaintiffs in all matters, and shall be responsible for coordination of all activities and appearances on behalf of plaintiffs and for dissemination of notices and orders. The Chair of the Executive Committee shall also be responsible for communications on behalf of Plaintiffs with the Court.

10. Defendants' counsel may rely upon agreements made with the Chair of the Executive Committee. Such agreements shall be binding on all plaintiffs.

DATED: January 19, 2010



/s/

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*Counsel for Plaintiff Sheila Simon*

THE FOREGOING STIPULATION  
IS APPROVED AND IS SO ORDERED.

DATED: 1/21/10

  
United States District Court Judge